

NOT FOR PUBLICATION

CLOSED

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

UNITE NATIONAL RETIREMENT :
FUND and PLUMBERS AND :
PIPEFITTERS NATIONAL PENSION :
FUND, derivately on behalf of ROYAL :
DUTCH PETROLEUM COMPANIES :
and THE “SHELL” TRANSPORT AND :
TRADING COMPANIES, PLC, :

Plaintiffs, :

v. :

PHILIP WATTS, et al. :

Defendants, :

and :

THE “SHELL” TRANSPORT AND :
TRADING COMPANIES, PLC and THE :
ROYAL DUTCH PETROLEUM :
COMPANIES, :

Nominal Defendants. :

Hon. Dennis M. Cavanaugh

ORDER

Civil Action No. 04-CV-3603 (DMC)

DENNIS M. CAVANAUGH, U.S.D.J.:

This matter comes before the Court upon motion by Plaintiffs Unite National Retirement Fund, Plumbers and Pipefitters National Pension Fund (“Plaintiffs”), derivatively on behalf of Nominal Defendants Royal Dutch Petroleum Companies and the “Shell” Transport and Trading Companies, PLC (“Nominal Defendants” or “the Companies” or “Shell”) for entry of Final Order and Judgment approving the settlement reached by the parties and dismissing with prejudice Plaintiffs’ Amended Verified Shareholders’ Derivative Complaint (“Amended Complaint”) and the

Related Actions¹ in accordance with the terms of the Stipulation of Settlement executed by the parties on July 22, 2005; and the Court having considered the papers submitted by Plaintiffs in support thereof; and the Court having been satisfied that the proposed Settlement is fair, adequate, reasonable and proper, and in the best interests of the class and the shareholders; and for the reasons stated in the Court's Opinion issued on this day;

IT IS on this 27th day of October, 2005;

ORDERED that Plaintiffs' motion for final approval of settlement is **granted**, and the Settlement Agreement is **approved**. The Court is contemporaneously entering the accompanying Order Approving Derivative Settlement and Order of Final Judgment. Accordingly, this action **dismissed with prejudice**.

S/ Dennis M. Cavanaugh
DENNIS M. CAVANAUGH, U.S.D.J.

Date: October 27, 2005
Original: Clerk's Office
cc: All Counsel of Record
The Honorable Mark Falk, U.S.M.J.
File

¹The following are defined as "Related Actions": Soojian v. Jacobs, et al., 04-cv-4160 (filed June 2, 2004 in the District Court for S.D.N.Y); Epstein v. Oxburgh, et al., Case No. 04168560 (filed June 8, 2004 in the Supreme Court of the State of NY in Cty of NY; Staehr v. Van Der Veer, et al., Case No. 04112723 (filed September 2, 2004 in the Supreme Court of the State of NY in the Cty of NY).